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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. W68 FILED

DEC 12 '02 12-30 PM

SURFACE TRANSPORTATION BOARD

December 12, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Bareboat Charter, dated December 12, 2002, a primary document, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Owner: Cypress Equipment Fund VIII, LLC
c/o Cypress Equipment Management
Corporation II
188 The Embarcadero, Suite 420
San Francisco, CA 94105

Charterer: American Commercial Barge Line LLC
1701 East Market Street
Jeffersonville, IN 47130

A description of the vessel covered by the enclosed document is:

One U.S. flag tugboat Ruth D. Jones (Official No. 564322).

Mr. Vernon A. Williams
December 12, 2002
Page Two

A short summary of the document to appear in the index is:

Memorandum of Bareboat Charter

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. W 628 FILED

DEC 12 '02 12-30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER

between

**CYPRESS EQUIPMENT FUND VIII LLC
("OWNER")**

and

**AMERICAN COMMERCIAL BARGE LINE LLC
("CHARTERER")**

DECEMBER ___, 2002

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on December ___, 2002, at ___ a.m./p.m.

Recordation Number ____

MEMORANDUM OF BAREBOAT CHARTER

This Memorandum of Bareboat Charter is made and entered into as of December 12, 2002, by and between CYPRESS EQUIPMENT FUND VIII LLC, a California limited liability company ("**Owner**") and AMERICAN COMMERCIAL BARGE LINE LLC, a Delaware limited liability company ("**Charterer**").

WITNESSETH:

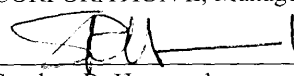
1. Owner has agreed to furnish to Charterer, and the Charter has agreed to lease from Owner, one U.S. flag tugboat named RUTH D. JONES, Official No. 564322, as identified on Schedule I attached hereto.
2. The Bareboat Charter shall be effective as of the date set forth hereinabove and shall be subject to the Charter Period, as defined by the Bareboat Charter.
3. This Memorandum may be executed in counterparts.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

CYPRESS EQUIPMENT FUND VIII, LLC

By: CYPRESS EQUIPMENT MANAGEMENT
CORPORATION II, Manager


By: Stephen R. Harwood
Its: President

CHARTERER:

AMERICAN COMMERCIAL BARGE LINE, LLC
a Delaware limited liability company

By: _____
Name: _____
Title: _____

MEMORANDUM OF BAREBOAT CHARTER

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2. The Bareboat Charter shall be effective as of the date set forth hereinabove and shall be subject to the Charter Period, as defined by the Bareboat Charter.

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OWNER:

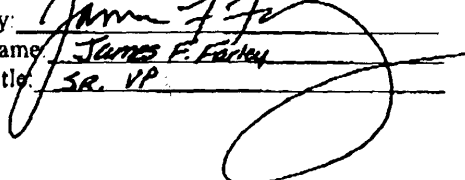
CYPRESS EQUIPMENT FUND VIII, LLC

By: CYPRESS EQUIPMENT MANAGEMENT
CORPORATION II, Manager

By: _____
Its: Stephen R. Harwood
President

CHARTERER:

AMERICAN COMMERCIAL BARGE LINE, LLC
a Delaware limited liability company

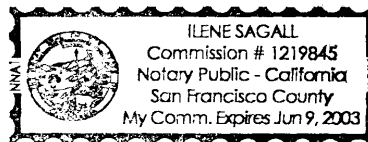
By: 
Name: James F. Farley
Title: Sr. VP

STATE OF CALIFORNIA)
)ss.
COUNTY OF SAN FRANCISCO)

On this 6TH day of December, 2002, before me personally appeared Stephen R. Harwood, to me personally known, who being by me duly sworn, says that he is the President of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II, a California corporation, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.

Ilene Sagall
NOTARY PUBLIC

My commission expires: June 9, 2003



STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of December, 2002, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of AMERICAN COMMERCIAL BARGE LINE, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was the free act and deed of said company.

NOTARY PUBLIC

My commission expires: _____

STATE OF CALIFORNIA)
)ss.
COUNTY OF SAN FRANCISCO)

On this _____ day of December, 2002, before me personally appeared Stephen R. Harwood, to me personally known, who being by me duly sworn, says that he is the President of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II, a California corporation, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.

NOTARY PUBLIC

My commission expires: _____

STATE OF Indiana)
)ss.
COUNTY OF Clark)

On this 12th day of December, 2002, before me personally appeared James E. Easley Sr. V.P. to me personally known, who being by me duly sworn, says that s/he is the of AMERICAN COMMERCIAL BARGE LINE, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was the free act and deed of said company.

Susan K. Mudd
NOTARY PUBLIC
STATE OF INDIANA
CLARK COUNTY
My commission expires: MY COMMISSION EXPIRES MAY 10, 2009

Susan K. Mudd
NOTARY PUBLIC

SCHEDULE 1

Vessel subject to Bareboat Charter dated December 12, 2002 between CYPRESS EQUIPMENT FUND VIII, LLC, a California limited liability company, as Owner, and AMERICAN COMMERCIAL BARGE LINE, LLC, a Delaware limited liability company, as Charter.

VESSEL

OFFICIAL NUMBER

RUTH D. JONES

564322

and all equipment located onboard or used in connection with the above described vessel, the whole of the vessel, together with her boilers, engines, generators, air compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping equipment, apparel, furniture, furnishings, fittings, spare parts, stores, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof, and all accounts, charters, and contracts for the use or hire of the above described vessel, and all proceeds thereof.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/12/02



Robert W. Alvord